Carbonite Inc
Form 5
February 06, 2014

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
FLOWERS JEFFRY

(Last) (First) (Middle)

C/O CARBONITE, INC.,Â 177 HUNTINGTON AVENUE

(Street)

BOSTON,Â MAÂ 02115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Carbonite Inc [CARB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/27/2012	Â	G5	15,000	D	$ 0	189,488	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	60,595	I (1)	By Spouse (1)
Common Stock	Â	Â	Â	Â	Â	Â	104,343	I (2)	By Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	104,343	I (3)	By Trust (3)

Common Stock	Â	Â	Â	Â	Â	Â	35,069	I (4)	By Trust (4)
Common Stock	Â	Â	Â	Â	Â	Â	35,069	I (5)	By Trust (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 1.31	Â	Â	Â	Â	Â	12/31/2013	08/31/2014	Common Stock	67,302	
Stock Option (right to buy)	$ 2.64	Â	Â	Â	Â	Â	12/31/2013	08/31/2014	Common Stock	36,000	
Stock Option (right to buy)	$ 12.88	Â	Â	Â	Â	Â	12/31/2013	08/31/2014	Common Stock	12,000	
Stock Option (right to buy)	$ 10.26	Â	Â	Â	Â	Â	12/31/2013	08/31/2014	Common Stock	6,250	
Stock Option (right to buy)	$ 10.75	Â	Â	Â	Â	Â	Â (6)	06/03/2023	Common Stock	7,500	
Stock Option	$ 15.2	Â	Â	Â	Â	Â	Â (7)	10/29/2023	Common Stock	10,000	

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOWERS JEFFRY C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON,Â MAÂ 02115	Â X	Â	Â	Â

Signatures

/s/ Danielle Sheer, by power of attorney	02/06/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, see Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are owned by the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(2) These shares are owned by the Jeffry Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(3) These shares are owned by the Laurie Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(4) These shares are owned by the Jeffry Flowers 2010 Grantor Retained Annuity Trust. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(5) These shares are owned by the Laurie Flowers 2010 Grantor Retained Annuity Trust. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(6) This option becomes exercisable in 12 equal quarterly installments beginning on September 3, 2013.

(7) This option becomes exercisable in 12 equal quarterly installments beginning on January 29, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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